

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

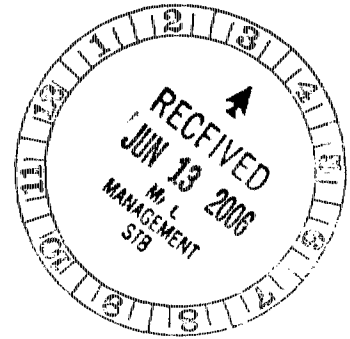
Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 26389 FILED

JUN 14 '06

10-33 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

June 9, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 10, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Capitol Aggregates, LLC
11551 Nacogdoches Road
San Antonio, TX 78265-3240

A description of the railroad equipment covered by the enclosed document is one hundred twenty-five (125) 2400 cu. ft. aggregate gondola cars marked FURX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375.
Thank you for your cooperation in this matter.

Very truly yours,

Janice Enolva
Manager of Documentation

Enclosures

(CAAG001)

JUN 14 '06

10-33 AM

ASSGN. NO.: CAAG001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10 day of November, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Capitol Aggregates, Ltd. ("Lessee"), a Texas Limited Partnership.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 9, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 9, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

ATTEST:

FIRST UNION RAIL CORPORATION

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: MGR. OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 10th day of November 2005.

STATE OF

ILLINOIS

COUNTY OF

COOK

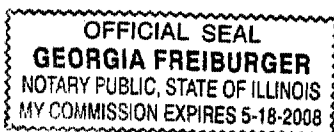
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of November 2005

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

ATTEST:

CAPITOL AGGREGATES, LTD.

By: Capitol Aggregates, LLC (TX), its General Partner

By: [Signature]
Name: BARRY SCHEEL
Title: SEC/TREAS

By: [Signature]
Name: Max L Frailey
Title: Vice President

Executed on this 9th day of November, 2005.

STATE OF TEXAS

COUNTY OF BEXAR

I, Carol Ann Abel, a Notary Public of the County and State aforesaid, certify that Max L. Frailey personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of November, 2005.

[Signature]
Notary Public

Commission Expires:

8/6/06
(Notary Public)

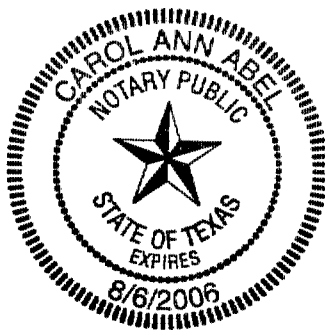


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred twenty-five (125)

DESCRIPTION OF CARS: New aggregate gondola cars, 115-ton, 2400 cu. ft., 286 GRL, built by National Steel Car

CAR NUMBERS: FURX 340000-340124.